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ELIAS C. ALVORD (1942)
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22594-B
MAY 07 '03 10:36 AM
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

May 5, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of January 31, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease Agreement which was previously filed with the Board under Recordation Number 22594.

The names and addresses of the parties to the enclosed document are:

Lessor: Bombardier Capital Rail, Inc.
12735 Gran Bay Parkway West
Suite #1000
Jacksonville, Florida 32258

Lessee: ConAgra, Inc.
One Conagra Drive
Omaha, Nebraska 68102

Mr. Vernon A. Williams
May 5, 2003
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A description of the railroad equipment covered by the enclosed document
is:

100 railcars: NBIX 055000 – NBIX 055099.

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF RAILCAR LEASE AGREEMENT

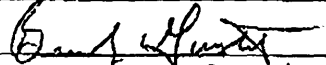
THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of January 31, 2001 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **ConAgra, Inc.**, a Nebraska Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 0351807 dated July 29, 1999 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 002 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the one hundred (100) railcars bearing the reporting marks and numbers NBIX055000 through NBIX055099, inclusive, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

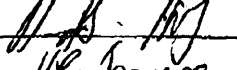
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: **Bombardier Capital Rail Inc.**

By: 
Jim Robertson
Its: Vice President & General Manager

By: 
Bradley C. Gunstad
Its: Vice President & General Counsel

LESSEE: **ConAgra, Inc.**

By: 
Its: VP Transportation

By: _____
Its: _____

REGISTRATION NO.

20594-B FILED

MAY 07 '03

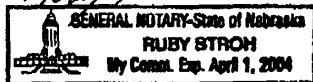
10-36 AM

SEATTLE TRANSPORTATION BOARD

STATE OF NEBRASKA, COUNTY OF Douglas TO WIT:

On this 11 day of ^{APRIL}~~February~~, 2001 before me personally appeared,
DAVID S MILLIGAN and _____, to me personally known, who being
by me duly sworn, says that they are the VICE PRESIDENT of Transocean~~and~~
respectively of ConAgra, Inc., a Nebraska Corporation, that said instrument was signed on behalf of
said corporation by authority of its Board of Directors, and they acknowledged that the execution of
the foregoing instrument was the free act and deed of said corporation.

(Seal)

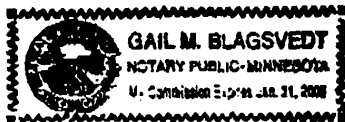


[Signature]
Notary Public
My commission expires: 4/1/04

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 31st day of February, 2001 before me personally appeared,
Jim Robertson and Bradley C. Husted, to me personally known, who being
by me duly sworn, says that they are the VP-General Manager and VP-General Counsel
respectively of Bombardier Capital Rail Inc., a Minnesota Corporation, that said instrument was
signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged
that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public
My commission expires: 1/31/2005

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/6/03



Robert W. Alvord